

X-L-CO., INC. AND XTRA INTERMODAL, INC.  
104(E) RESPONSE DATED OCTOBER 12, 2018  
**FOR SETTLEMENT PURPOSES ONLY**

**Appendix A**  
**GENERAL OBJECTIONS**

Respondents assert the following General Objections to the Requests, and Respondents hereby incorporate each of the General Objections in each and every response to the individual requests. To the extent that Respondents respond to a specific Request, Respondents do not waive any objections through their providing information.

1. Respondents object to the Request to the extent the Request exceeds the scope of EPA's authority under the statutory references cited in the Request, including but not limited to Comprehensive Environmental Response, Compensation, and Liability Act ("CERCLA") section 104(e).
2. Respondents object to the Request as overly broad and unduly burdensome. Specifically, Respondents object to the Request to the extent it imposes any burden on the Respondents not imposed by applicable provisions of the United States Code. Respondents further object to the Request because the Request seeks information regarding activities at a level of detail that is impossible to provide without significant burden, if at all.
3. Respondents object to the Request on the grounds that it is vague, ambiguous, overbroad, unduly burdensome, and seeks information that is neither relevant nor material or otherwise redundant. Specific terms in the Request that are vague and ambiguous are objected to in each individual Request, as applicable. Nevertheless, Respondents have made a good faith effort to define the scope of the Request despite the Request's ambiguity and to provide EPA with the information it requests.
4. Respondents object to the Request to the extent it seeks information protected from disclosure by the attorney-client privilege, the attorney-work product doctrine, the joint defense privilege, and any other legally cognizable privilege. An inadvertent production of the same shall not be deemed a waiver of any such privilege or doctrine.
5. Respondents object to the Request to the extent that it asks the Respondents to make legal conclusions.
6. Respondents object to the Request to the extent that it seeks information outside of the Respondents' possession, custody, or control.
7. Respondents object to the Request to the extent it seeks confidential and/or personal information regarding third parties, such as current or former Respondents' employees.
8. Respondents have made a diligent, thorough, and good faith effort to review their paper and electronic files, and obtain documents and information responsive to the Request. However, certain responses to the Request are based on the best information available, and Respondents reserve their right to supplement their response to this Request. Additionally, Respondents submit their Response without waiving, and intending to preserve all of:

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- a) their objections to the competency, relevancy, materiality, authenticity, and admissibility of any documents produced, testing performed, or to the subject matter thereof;
  - b) their rights to object on any ground to the use of any information disclosed, or the subject matter thereof, in any subsequent proceedings, including any civil or administrative trial based upon the information submitted in this Response or any other action;
  - c) their constitutional rights including without limitation the right to due process;
  - d) their rights to object on any grounds to these information requests;
  - e) their rights to amend any responses and objections herein; and
  - f) their other rights and objections available at law.
9. Respondents object to the Request to the extent it attempts to impose any continuing duty to supplement these responses on the basis such that duty is unreasonable and beyond EPA's authority under Section 104(e). Notwithstanding this objection, Respondents reserve the right to supplement, modify, and/or amend this Response if new or additional information is discovered.

**Appendix B**  
**RESPONSES**

1. State the full legal name, address, telephone number, position(s) held by, and tenure of the individual(s) answering any of the Information Requests below on behalf of XTRA Intermodal, Inc. and X-L-CO., Inc. (the Respondents).

**RESPONSE:** Subject to and without waiving the General Objections, Respondents state that the following individuals, in addition to legal counsel, provided information to answer the Information Requests on behalf of Respondents and may be contacted through counsel for the undersigned:

- A. Michael Dreller, CFO, XTRA Corporation ("XTRA Corp."), St. Louis, MO.
- B. John Mueller, Vice President of Real Estate, XTRA Corp., St. Louis, MO.
- C. Andrew Krueger, Vice President and General Counsel, XTRA Corp., St. Louis, MO.
- D. Angela Kennedy, Corporate Counsel, XTRA Corp., St. Louis, MO.

2. Identify all persons consulted in the preparation of the answers to these Information Requests.

**RESPONSE:** Subject to and without waiving the General Objections, Respondents state that the following individuals, in addition to legal counsel, were consulted in preparation of these answers to the Information Requests and may be contacted through counsel for the undersigned:

- A. Michael Dreller, CFO, XTRA Corp., St. Louis, MO.
- B. John Mueller, Vice President of Real Estate, XTRA Corp., St. Louis, MO.
- C. Andrew Krueger, Vice President and General Counsel, XTRA Corp., St. Louis, MO.
- D. Angela Kennedy, Corporate Counsel, XTRA Corp., St. Louis, MO.

3. Identify all documents consulted, examined or referred to in the preparation of the answers to these Requests, and provide copies of all such documents.

**RESPONSE:** Subject to and without waiving the General Objections, Respondents state that Respondents will identify in response to specific Requests the non-privileged, responsive documents that Respondents relied on in responding to such Requests that are in the current possession, custody, or control of either Respondent.

4. Identify each Respondent's policy with respect to document retention.

**RESPONSE:** Subject to and without waiving the General Objections, Respondents state that neither Respondent currently maintains its own separate document retention policy. Further responding, Respondents states that copies of (a) the Record Retention Policy and (b) the E-Mail & Voicemail Retention Policy followed by Respondents are provided herewith in the CBI folder marked Request 4 Response. These policies were issued by XTRA Lease LLC and are dated September 1, 2014.

5. If you believe that there may be persons able to provide a more detailed or complete response to any Information Request or who may be able to provide additional responsive documents, identify such persons.

**RESPONSE:** Respondents object to Request No. 5 as vague, ambiguous, and requires speculation as to whether there is a person "who may be able to provide more detailed or complete information" with respect to each specific Information Request. Subject to and without waiving this specific objection or the General Objections, Respondents state that the individuals identified below provided testimony in the Blue Tee Litigation concerning historic operations of the Site, and Respondents have incorporated such information into their responses to these Requests.

- A. David Connell. Last known phone number **non responsive** and last known address in Arvada, CO.
  - B. Alvin Holthaus, Keeley Construction. Last known phone number **non responsive** and last known address in Centralia, MO.
  - C. Charles "Rick" Wilcox. Last known address **non responsive**, MO 64089.
  - D. Michael "Mike" Hamby. Last known phone number **non responsive** and last known address in St. Louis, MO.
6. Identify each Respondent's form of organization, its date of incorporation or business formation, the state where it is organized or incorporated, the states in which it is currently authorized to do business, and its business purpose.

**RESPONSE:** Subject to and without waiving the General Objections, Respondents state that XTRA Intermodal, Inc. is a corporation duly formed and existing under the laws of the State of Delaware incorporated on September 26, 1994. Further responding, Respondents state that X-L-Co., Inc. is a corporation duly formed and existing under the laws of the State of Delaware incorporated on June 2, 1969. Further responding, Respondents state that both Respondents are inactive and have no current business operations.

7. Describe Respondents' business activities over the past five years from the date of this Information Request.

**RESPONSE:** Subject to and without waiving the General Objections, Respondents state that both Respondents are inactive and have had no business operations within the five years immediately preceding the date of this Request.

8. Identify each entity that was an Affiliate of the Respondents at any point during the five years preceding the date of this Information Request.

**RESPONSE:** Subject to and without waiving the General Objections, Respondents state that the following is a list of Affiliates of XTRA Intermodal and X-L-Co:

- **XTRA LLC – Maine limited liability company – owns 100% of the stock of both XTRA Intermodal and X-L-Co and each of the following entities:**
  - **XTRA Lease LLC – a Delaware limited liability company (over the road trailer leasing operation)**
  - **SV Maintenance LLC – a Delaware limited liability company (motor carrier – owns service trucks, tractors and yard goats used at XTRA Lease’s facilities)**
  - **Rentco Trailer Corporation – a Delaware corporation (dormant – title owners of a small number of trailers)**
  - **GTR Rental LLC – a Delaware limited liability company (dormant – title owner of a small number of trailers)**
  - **AJF Warehouse Distributors, Inc. – an Illinois corporation (dormant – title owner of a small number of trailers)**
- **XTRA LLC is owned by XTRA Companies, Inc., a Delaware corporation**
- **XTRA Companies, Inc. is owned by XTRA Corporation, a Delaware corporation**

**The above list of Respondents’ Affiliates has been the same for the last five years.**

9. For each of the five years preceding the date of this Information Request, provide the number of full-time equivalent employees working for each Respondent.

**RESPONSE:** Subject to and without waiving the General Objections, Respondents state that neither Respondent has had any full-time equivalent employee working for either Respondent during the five years immediately preceding the date of this Information Request.

10. For each of the five years preceding the date of this Information Request, for each employee who worked for either of the Respondents or an Affiliate, provide:
- a) The name of the employee;
  - b) Job title and description for the employee;
  - c) Wage or salary, bonus, and perquisites received from each of the Respondents or the Affiliate(s);
  - d) Percentage of time working at each of the Respondents or the Affiliate(s); and
  - e) Name, job title, and employer of each employee's supervisor.

**RESPONSE:** Subject to and without waiving the General Objections, Respondents state that neither Respondent has had any full-time equivalent employee working for either Respondent during the five years immediately preceding the date of this Information Request.

Further responding as to any full-time equivalent employee working for an "Affiliate" of any Respondent, Respondents object on the basis that this Information Request #10 is overbroad in that the potential number of full-time equivalent employees for any Affiliate of any Respondent is hundreds of such employees. Respondents therefore object to Information Request #10 on the basis that it is overbroad, unduly burdensome, and beyond the permissible scope of inquiry under Section 104(e) of CERCLA.

11. Identify every owner, officer, director, manager or member of Respondents since the date of its formation to the present. Explain each person(s) respective role(s) in the operation of Respondents, including any operational and/or management duties, the rights and responsibilities of each such officer, director manager or member; and state whether they were on Respondent's payroll as employees. Describe the ownership interest of each owner.

**RESPONSE:** Subject to and without waiving the General Objections, Respondents incorporate by reference their response to Request No. 8 concerning each Respondent's ownership and Affiliates. Further responding, Respondents state that each Respondent was properly incorporated as separate entities, each of which elect their own officers and directors.

The current directors and officers of XTRA Intermodal, Inc. are as follows:

**Board of Directors**

William H. Franz  
Michael J. Dreller

**Officers**

William H. Franz (Chief Executive Officer and President)  
Chase E. Whitaker (Executive Vice President)  
Stephen T. Zaborowski (Vice President and Assistant Secretary)  
Michael J. Dreller (Vice President, Chief Financial Officer and Treasurer)  
Andrew L. Krueger (Secretary)

The current directors and officers of X-L-Co., Inc. are as follows:

**Board of Directors**

William H. Franz  
Michael J. Dreller  
Stephen T. Zaborowski

**Officers**

William H. Franz (Chairman of the Board, Chief Executive Officer and President)  
Chase E. Whitaker (Executive Vice President)  
Stephen T. Zaborowski (Vice President and Assistant Secretary)  
Michael J. Dreller (Vice President, Chief Financial Officer and Treasurer)  
Andrew L. Krueger (Secretary)

Respondents have provided in the folder marked Request 11 Response a list of all officers and directors for X-L-Co., Inc. since 1969, and all officers and directors of XTRA Intermodal, Inc. since 1994. X-L-Co. further states that it does not have information identifying its officers between the years 1983 and 2002.

12. Provide copies of any documents filed by Respondents with any Secretaries of State.

**RESPONSE:** Respondents object to Request No. 12 on the basis that it seeks publicly available information that is equally available to all of the parties. Subject to and without waiving this or the General Objections, Respondents state they are providing the following documents that have been identified in their current possession in the folder marked Request 12 Response:

- a. Missouri Annual Reports filed for XTRA Intermodal since 2000;
- b. Delaware Certificate of Incorporation for X-L-Co., filed June 2, 1969;
- c. Delaware Certificate of Amendment for X-L-Co., filed January 27, 1971;
- d. Massachusetts Foreign Corporation Certificate for X-L-Co. filed December 27, 1976;
- e. Delaware Certificate of Incorporation for XTRA Intermodal, filed 1994 and dated September 23, 1994;
- f. Kansas Change of Location of Registered Office for XTRA Intermodal, and filed in 1995;
- g. Delaware Annual Franchise Tax Reports filed for XTRA Intermodal in 2015, 2016 and 2017;
- h. Delaware Annual Franchise Tax Reports for X-L-Co. filed in 1993 to 2004 and 2015, 2016 and 2017;
- i. Florida Annual Report for XTRA Intermodal filed in 2017;
- j. X-L-Co. filings with the Delaware Secretary of State between 1993 and 2004, consisting of annual reports for each of those years.

13. Identify the location of the offices of Respondents at each time since their formation.

**RESPONSE:** Subject to and without waiving the General Objections, Respondents state that, based on currently available information, the primary corporate offices for the Respondents were as follows:

**XTRA Intermodal, Inc.:**

- 8 Victory Lane, Liberty, MO 64068 – 1994- 2004
- 1801 Park 270 Drive, Suite 400, St. Louis, MO 63146 – 2004 - 2012
- 7911 Forsyth Boulevard, Suite 600, St. Louis, MO 63105 – 2012 – present

**X-L-Co., Inc.:**

- 150 Causeway Street, Boston, MA 02114 - 1969 - 1977

- 60 State Street, Boston, MA, 02109 – 1978- 1999
- 1801 Park 270 Drive, Suite 400, St. Louis, MO 63146 - 1999 - 2012
- 7911 Forsyth Boulevard, Suite 600, St. Louis, MO 63105 – 2012-present

14. State whether Respondents are dissolved, and if so, provide the date of dissolution, and identify each person or entity to whom any distribution of assets was made. Provide all documentation related to the dissolution and distribution of assets.

**RESPONSE:** Subject to and without waiving the General Objections, Respondents state that neither Respondent has been dissolved, and each Respondent remains an active corporation in good standing in the State of Delaware. Further responding, Respondents state that both Respondents are inactive and have no current business operations.

Further responding, X-L-Co. located, three weeks after receipt of the information request, a limited number of records referencing an ineffectual liquidation and dissolution of X-L-Co. in 1997. Specifically, the folder marked Request 14 Response in the CBI production folder contains the following documents: (1) Action By Written Consent of Sole Stockholder in Lieu of a Special Meeting dated September 30, 1997, issued by XTRA Corporation incorrectly identified in the consent as “sole stockholder” of X-L-Co.; (2) Minutes of a Meeting of the Board of Directors of XTRA Corporation dated September 18, 1997, which includes one reference to the “upcoming liquidation of X-L-Co;” and (3) an IRS Form 966, which is dated as of October 15, 1997. X-L-Co. is unaware of any other documents relating to the authorization of a dissolution and liquidation of X-L-Co.

Under Delaware law, the above dissolution was ineffectual because: (a) X-L-Co. did not file the requisite certificate of dissolution as required by the Delaware corporate dissolution statute (8 Del. C. 275), and the absence of the filing of the requisite certificate of dissolution has been confirmed by the Delaware Secretary of State (see documents produced in response to Request 12); (b) neither (1) X-L-Co.’s directors or officers nor (2) X-L-Co.’s direct parent company, XTRA, Inc. (now known as XTRA LLC) authorized the liquidation or dissolution; and, (c) XTRA Corporation lacked authority as an indirect parent company who did not and does not own X-L-Co.’s stock to cause X-L-Co.’s dissolution solely by executing the Written Consent.

Accordingly, dissolution was not properly authorized and was never effectuated. Instead, X-L-Co. remains an active corporation in good standing in the State of Delaware that files annual reports and is identified on the consolidated tax returns. See Response to Request Nos. 12 and 40.

Further, Respondents understand Request No. 14 as referring to the distribution of assets at the time of dissolution. Given that there was no dissolution, there was no distribution of assets at the time of dissolution or resulting from the liquidation plan. Nonetheless, Respondents note the following: X-L-Co. transferred ownership of the Site to XTRA Intermodal two years earlier, in March 1995, via quitclaim deed (please reference the response to Request 16). X-L-Co. did not own the intermodal trailers that were parked at the Site. Rather, XTRA, Inc. (now known as XTRA LLC) owned and held title to the



intermodal fleet, which it made available to X-L-Co., and later XTRA Intermodal, Inc. through certain intercompany operating agreements (please reference the response to Request 48). Respondents reserve the right to supplement this response.

15. Identify each person who hired any contractors or any third parties to perform any type of service such as the storage, treatment or removal of hazardous waste at the Site.

**RESPONSE:** Respondents object to Request No. 15 to the extent that it is overbroad and unduly burdensome as it seeks information for all time at the Site, regardless of whether either Respondent had any involvement at the Site at such time. Subject to and without waiving this or the General Objections, Respondents state that the following contractors and/or third parties were engaged to perform services relating to the storage, treatment, or removal of potential Hazardous Waste at the Site on behalf of either or both Respondents after 1976:

- New Fields Companies, LLC (Two Midtown Plaza, Suite 2000, 1349 W. Peachtree Street, NW, Atlanta, GA 30309) was engaged to perform the following work at the Site in approximately 2006-07: underground storage tank ("UST") removal and closure; oil water separator closure; asbestos and lead paint survey; asbestos abatement (including air monitoring oversight through Environmental Consultants Alternatives and/or Environmental Consultants LLC and/or Environmental Management Alternatives, Inc., and abatement work through Advanced Environmental Services Inc.).
- XTRA Intermodal applied dust suppression materials and/or rotomill asphalt to minimize the movement of dust in approximately 1996 and 1997. Further responding, the following persons were engaged with respect to such work: David Hauling Co. Inc. (East Saint Louis, Illinois); CapCom Construction Inc. (Troy, Illinois); "Many Services, Inc." (National Stockyards, Illinois).

16. Describe the transaction(s) by which each Respondent acquired the Site, including the purchase price, terms, and financing arrangements, and provide all documents relating to the acquisition of the Site (purchase contracts, deeds, etc.).

**RESPONSE:** Subject to and without waiving the General Objections, Respondents state that X-L-Co. leased an approximate 20-acre portion of the Site from American Zinc Company from 1976- 79. Further responding, in June 1979, X-L-Co. executed an agreement pursuant to which it purchased the Site from American Zinc Company for \$402,500. In March 1995, X-L-Co. transferred the Site to XTRA Intermodal via quitclaim deed, and XTRA Intermodal remains the owner of the Site. Respondents are providing in the folder marked Request 16 Response a copy of the referenced lease, purchase agreement, and quitclaim deed.

17. Identify the time period during which Respondents or other persons conducted demolition or scrapping or salvage activities at the Site.

**RESPONSE:** Respondents object to Request No. 17 to the extent that it is overbroad and unduly burdensome as it seeks information for all time at the Site, regardless of whether either Respondent had any involvement at the Site at such time. Subject to and without waiving this or the General Objections, Respondents state that Advanced Environmental Services, Inc. (4437 Fyler Avenue, St. Louis, MO 63116) was engaged on behalf of Respondents to conduct demolition work at the Site of the office/ shop, auxiliary shop, and retread shop, in approximately 2006-07. Further responding, Respondents are providing correspondence to and from EPA dated September 5, 2006, and September 18, 2006, respectively, relating to contemplated demolition at the Site in the folder marked Response to 17. Further responding, Respondents state that the demolition work referenced in the September 2006 correspondence was not ultimately conducted.

Further responding, XTRA Intermodal states that at the time it discontinued operations at the Site in 2003- 04, it sold, scrapped, or otherwise disposed of old office materials, such as old furniture, old file cabinets, old phone systems, and old repair equipment. To the best of Respondents' knowledge, consideration, if any, received for such office materials was nominal and/or immaterial.

18. Identify the time period during which Respondents or other persons conducted grinding, digging, redistribution, removal, grading or other activities involving slag or other wastes at the Site.

**RESPONSE:** Respondents object to Request No. 18 to the extent that it is overbroad and unduly burdensome as it seeks information for all time at the Site, regardless of whether either Respondent had any involvement at the Site at such time. Subject to and without waiving this and the General Objections, Respondents state that a limited amount of slag was redistributed on certain portions of the Site during X-L-Co.'s ownership and operation of the Site. All slag present at the Site was generated before 1969 by prior owners and operations and was present throughout the Site prior to either Respondents' ownership of or operations at the Site. The limited redistribution of slag during X-L-Co.'s ownership and operation of the Site occurred through 1995 at the latest and ceased prior to XTRA Intermodal's acquisition of the Site in 1995. At no time did either Respondent generate any amount of slag present on the Site. Moreover, XTRA Intermodal applied dust suppression materials and/or rotomill asphalt to minimize the movement of dust in approximately 1996 and 1997.

19. Describe in detail Respondents' activities at the Site, or activities by other persons at the Site, including all demolition, scrapping and salvaging activities.

**RESPONSE:** Respondents object to Request No. 19 to the extent that it is overbroad and unduly burdensome as it seeks information for all time at the Site, regardless of whether either Respondent had any involvement at the Site at such time. Subject to and without waiving this and the General Objections, Respondents incorporate by reference their response to Request 17.

20. During the time period from 1976 to the present, have Respondents allowed (or accepted payment from other parties for) the removal of slag or other waste materials from the Site to other locations? If so, please describe said activities in detail.

**RESPONSE:** Subject to and without waiving the General Objections, Respondents state that, to the knowledge of those involved in preparing the responses to this Information Request, Respondents neither owned nor operated the Site during the time period when hazardous waste, including slag, was taken from the Site and placed on off-site properties.

21. Identify each person who conducted demolition, scrapping or salvaging activities at the Site.

**RESPONSE:** Respondents object to Request No. 21 to the extent that it is overbroad and unduly burdensome as it seeks information for all time at the Site, regardless of whether either Respondent had any involvement at the Site at such time. Subject to and without waiving this and the General Objections, Respondents incorporate by reference their response to Request 17.

22. Identify each person who conducted grinding, digging, redistribution, removal, grading or other activities involving slag or other wastes at the Site.

**RESPONSE:** Respondents object to Request No. 22 to the extent that it is overbroad and unduly burdensome as it seeks information for all time at the Site, regardless of whether either Respondent had any involvement at the Site at such time. Subject to and without waiving this and the General Objections, Respondents incorporate by reference their response to Request 18 and Request 23.

23. Identify each person who exercised control over waste handling, storage or disposal operations at the Site.

**RESPONSE:** Respondents object to Request No. 23 to the extent that it is overbroad and unduly burdensome as it seeks information for all time at the Site, regardless of whether either Respondent had any involvement at the Site at such time. Subject to and without waiving these and the General Objections, Respondents state that X-L-Co. leased approximately 20 acres of the Site from 1976 through 1979; X-L-Co. owned the Site from 1979 through 1995; and XTRA Intermodal has owned the Site from 1995 through the present. Further responding, Respondents state that Respondents' use of the Site was for use as an intermodal trailer terminal, and at no time did Respondents generate any amount of slag at the Site. Further responding, Respondents state that to the knowledge of those involved in preparing the responses to this Information Request, Respondents neither owned nor operated the Site during the time period when hazardous waste, including slag, was taken from the Site and placed on off-site properties and no such activity occurred after 1976.

Further responding, employees of X-L-Co. between 1976 and 1995, and XTRA Intermodal employees between 1995 and 2004 are persons who (i) may have exercised control over

waste handling, storage, or disposal operations at the Site, (ii) approved decisions with respect to the storage, treatment, or removal of hazardous waste at the Site, and/or (iii) may have been involved in the daily control of operations at the Site. Based on currently available information, such persons may include Doc Carroll, Dennis Moran, and Rick Wilcox.

Further responding, Respondents state that XTRA Intermodal's trailer storage operations at the Site were suspended in 2003- 04, and the Site remains currently inactive with no operations. John Mueller, Vice President of Real Estate for XTRA Corp., has been involved with respect to real estate issues at the Site on behalf of Respondents since approximately 2004 following the cessation of XTRA Intermodal's operations at the Site.

24. Identify each person who approved any decisions with respect to the storage, treatment or removal of hazardous waste at the Site.

**RESPONSE:** Respondents object to Request No. 24 to the extent that it is overbroad and unduly burdensome as it seeks information for all time at the Site, regardless of whether either Respondent had any involvement at the Site at such time. Subject to and without waiving these and the General Objections, Respondents incorporate by reference their response to Request 23.

25. Identify each person involved in the daily control of operations at the Site.

**RESPONSE:** Respondents object to Request 26 on the basis this Request is overbroad unduly burdensome in that it specifies no relevant time period. Subject to and without waiving these and the General Objections, Respondents incorporate by reference their response to Request 23.

26. Identify each and every contractor or any third party who performed any type of service such as the storage, treatment or removal of hazardous waste, or demolition, salvaging or scrapping, or grinding, redistribution, or grading at the Site.

**RESPONSE:** Respondents object to Request No. 26 to the extent that it is overbroad and unduly burdensome as it seeks information for all time at the Site, regardless of whether either Respondent had any involvement at the Site at such time. Subject to and without waiving this and the General Objections, Respondents incorporate by reference their response to Request 17. Further responding, Respondents state that based on currently available information, the following contractors and/or third parties were engaged to perform services relating to storage, treatment or removal of hazardous waste, or demolition, salvaging or scrapping, or grinding, redistribution, or grading at the Site on behalf of either or both Respondents after 1976:

- Larry Keeley Construction (Sauget, Illinois) was engaged to conduct limited grading and filling work at the Site.

- Upon information and belief, Glenn Masters was engaged to conduct limited spreading on-Site according to the testimony of Dennis Moran.

27. Identify all equipment and scrapped or salvaged materials removed from the Site. For such equipment or materials, identify:
- a) The dates of removal;
  - b) The disposition of such equipment or materials;
  - c) The recipient of such equipment and materials; and
  - d) The amounts received by Respondent, or persons acting on behalf of Respondent, for such equipment or materials.

**RESPONSE:** Respondents object to Request No. 27 to the extent that it is overbroad and unduly burdensome as it seeks information for all time at the Site, regardless of whether either Respondent had any involvement at the Site at such time. Subject to and without waiving this or the General Objections, Respondents incorporate by reference their response to Request 17.

28. Identify if Respondents or any other persons on behalf of Respondents, filed permit applications or notifications related to demolition at the Site or the handling of slag at the Site. Identify such other persons and provide a copy of such applications or notifications.

**RESPONSE:** Respondents object to Request No. 28 to the extent that it is overbroad and seeks information for all time at the Site, regardless of whether either Respondent had any involvement at the Site at such time. Subject to and without waiving this or the General Objections, Respondents state that to the knowledge of those involved in preparing the responses to this Information Request, Respondents are not aware of any permit applications or notifications relating to demolition or slag handling at the Site on behalf of either Respondent. Further responding, Respondents incorporate by reference their response to Request 17 and state they have no knowledge of any permit applications or notifications submitted to any government agency on behalf of either Respondent concerning contemplated demolition activities on the basis that neither Respondent engaged in demolition activity.

29. Identify each person who managed matters relating to environmental issues at the Site and describe their relationship to Respondents.

**RESPONSE:** Respondents object to Request No. 29 to the extent that it is overbroad and seeks information for all time at the Site, regardless of whether either Respondent had any involvement at the Site at such time. Subject to and without waiving this or the General Objections, Respondents state that individuals who may have addressed environmental issues at the Site in or after 1976 (the first year during which any Respondent had any involvement at the Site) include Dennis Moran, the former general manager of the Site for XTRA Intermodal, Paul Tamburelli, the former Director of Safety, and the following XTRA Intermodal employees who Mr. Moran identified during the Blue Tee Litigation as being his supervisors or superiors: Bob Casey, Bob Houston, Russ Cody, and Robert

**Marchert, who were each identified as vice presidents of XTRA Intermodal. See also persons identified in response to Request 23.**

30. Provide a list of all property and casualty insurance (e.g., comprehensive general liability, environmental impairment) held by Respondents and specify the insurer, policy, effective dates and per occurrence policy limits for each policy for the time period Respondents were involved with the Site. In lieu of providing this information, you may submit complete copies of all relevant insurance policies.

**RESPONSE:** Subject to and without waiving these or the General Objections, Respondents identify the following insurance policies that may be held in part for the benefit of Respondents.

COVERAGE PERIOD	CARRIER	POLICY LIMITS	POLICY	NAMED INSURED	POLICY NO.
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non responsive

<sup>1</sup> All entries with an asterisk (\*) indicate statements upon information and belief for which copies of the policies are not currently available to Respondents. Respondents reserve the right to supplement such information.

With respect to the policy identified in this row, records indicate that The American Insurance Company issued Policy No. LP 238 1161 to one or more of Respondents for policy period 10/20/77-10/20/78. Carrier has asserted that policy was cancelled as of June 1, 1980. Respondents are searching for a copy of this policy and/or details of the coverages it provides.

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COVERAGE PERIOD	CARRIER	POLICY LIMITS	POLICY	NAMED INSURED	POLICY NO.
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non responsive

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COVERAGE PERIOD	CARRIER	POLICY LIMITS	POLICY	NAMED INSURED	POLICY NO.
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non responsive



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COVERAGE PERIOD	CARRIER	POLICY LIMITS	POLICY	NAMED INSURED	POLICY NO.
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non responsive

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FOR SETTLEMENT PURPOSES ONLY

COVERAGE PERIOD	CARRIER	POLICY LIMITS	POLICY	NAMED INSURED	POLICY NO.
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non responsive

X-L-CO., INC. AND XTRA INTERMODAL, INC.  
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**non responsive**

31. Identify each source of income Respondents received at any time in the five years preceding the date of this Information Request, including but not limited to amounts received for the sale or other disposition of equipment or materials removed, salvaged or scrapped from the Site.

**RESPONSE:** Subject to and without waiving the General Objections, Respondents state that neither Respondent has received any income in the five years immediately preceding the date of this Information Request. Further responding, Respondents state that both Respondents are inactive and have no current business operations.

32. For each source of income identified in response to Question 31, identify the specific source of that income, the amount of that income and the time period that income was received.

**RESPONSE:** Subject to and without waiving the General Objections, Respondents state that neither Respondent has received any income in the five years immediately preceding the date of this Information Request. Further responding, Respondents state that both Respondents are inactive and have no current business operations.

33. Please disclose, in detail, any and all information regarding the entity named "XTRA Lease" and its relationship to XTRA Intermodal, Inc. and/or X-L-CO., Inc., the OAZ Plant Site, and the corporate history of XTRA Lease.

**RESPONSE:** Subject to and without waiving the General Objections, Respondents state that XTRA Lease LLC is a Delaware limited liability company, originally incorporated in 1969 as Continental Transportation Co. In 1992, XTRA Lease LLC (then named Strick Lease, Inc.), was acquired and became an indirect subsidiary of XTRA Corporation. XTRA Lease LLC operates an over-the-road trailer leasing business in the United States. XTRA Lease LLC is a "sister" company of Respondents. Further responding, Respondents state that to the best of their knowledge, XTRA Lease has never owned, leased, or operated the Site and has no other connection to the Site.

34. Provide each financial statement or schedule, financial projection, stock broker report, accountant report, or other document that presents a summary of Respondents' financial condition (in whole or in part) prepared by Respondents or on Respondents' behalf in the

five years preceding the date of this Information Request. Provide all notes and supplementary and consolidating schedules to any financial document provided.

**RESPONSE: Subject to and without waiving the General Objections, Respondents have provided consolidated income statements and consolidated balance sheets for XTRA Intermodal as of year-end for 2013 through 2017 in the folder marked Request 34 Response in the CBI production folder. X-L-Co. is not in possession of any responsive financial documents for the five years immediately preceding the date of this Request. This is because the XTRA entities implemented a new financial software system as of 1999, after X-L-Co. had already become an inactive business organization, and X-L-Co. was not added to such financial accounting system (unlike XTRA Intermodal, which was still an active business organization as of 1999).**

35. Provide year-to-date financial statements (balance sheet, income statement, and, if prepared, statement of cash flows) for the most recent month in 2018 available.

**RESPONSE: Subject to and without waiving the General Objections, Respondents have provided a copy of the consolidated income statement and consolidated balance sheet for XTRA Intermodal as of month end August 2018 in the folder marked Request 35 Response in the CBI production folder. X-L-Co. incorporates by reference its response to Request 34.**

36. Provide an "exploded" balance sheet (i.e., internal balance sheet that provides assets in as much detail as available) that breaks down the specific assets that the Respondent holds as of the most recent financial statement provided.

**RESPONSE: Subject to and without waiving the General Objections, please see the XTRA Intermodal balance sheet provided in response to Request No. 35. X-L-Co. incorporates by reference its response to Request 34.**

37. Provide complete copies of all debt agreements held by the Respondents in the most recent five years. If term sheets exist for any of these agreements, please provide the terms sheets, as well.

**RESPONSE: Subject to and without waiving the General Objections, Respondents state that neither Respondent has held any debt agreement during the five years immediately preceding this Information Request.**

38. Provide all documents for the five years preceding the date of this Information Request that relate to the Respondents' future financial performance, including budgets, business plans, financial projections, pro forma financial statements, loan applications, corporate planning documents, board of director meeting presentations, and/or shareholder meeting presentations.

**RESPONSE: Respondents object to Request No. 38 as vague and ambiguous regarding the term "future financial performance." Subject to and without waiving this specific**



**objection or the General Objections, Respondents state that there are no documents regarding the individual Respondents' "future financial performance" in the five years immediately preceding the date of this Request, as neither of the Respondents have had business operations in the last five years and are not expected to resume business operations.**

39. Provide any third-party valuation of the Respondents and/or the Respondents' assets, or any valuation that reflects the value in whole or in part of the Respondents and/or the Respondents' assets, for the five years preceding the date of this Information Request.

**RESPONSE: Subject to and without waiving the General Objections, Respondents have provided copies of the appraisal reports regarding the Site prepared in the five years preceding this information request in the folder marked Request 39 Response, which were prepared by the parties' appraisal expert witnesses in the course of the Blue Tee Litigation.**

40. Provide true and correct copies of the tax returns (and all amendments thereto) which Respondents have filed with the Internal Revenue Service and any state, local, or foreign government for the five years preceding the date of this Information Request complete with all schedules, attachments, and statements. If any Respondent is dissolved, provide the state and federal income tax returns for the preceding five years before its dissolution. If Respondents do not file federal, state, or foreign tax returns, please: a) submit copies of the returns filed by the entity for which the tax consequences of the Respondents are reflected; and b) provide consolidating schedules for those tax returns.

**RESPONSE: Subject to and without waiving the General Objections, Respondents state that they have not filed any income tax returns in the last five years. Nonetheless, Respondents are providing the Corporate Income Tax forms for XTRA Corporation for the 2013- 16 tax years in the folder marked Request 40 Response in the CBI production. Each of the attached Corporate Income Tax forms for these years includes the requested consolidating schedules for XTRA Corp., XTRA Intermodal, and X-L-Co. The Income Tax form for XTRA Corporation that has been filed with the IRS for 2017 is also provided but does not include the requested consolidating schedules. To the extent that the Tax forms included in this response include information for entities other than Respondents, such information has been redacted.**

41. In the five years preceding the date of this Information Request, has either Respondent owned and/or had an ownership interest in any real estate other than at the Site? For the purpose of this Question, the term "owned and/or had an ownership interest" refers to fee ownership, beneficial interest under a trust or similar instrument, an option, or a leasehold interest. If the answer to this Question is yes, identify each such property, and list its address, date of purchase, and purchase price. If you no longer own the property, identify the date you transferred the property, the individual or entity that acquired the property, and the terms of the transaction through which the property was conveyed.

**RESPONSE: Subject to and without waiving the General Objections, Respondents state that neither Respondent has owned and/or had any ownership interest in any real property**

**other than the Site in the five years immediately preceding the date of this Information Request.**

42. For the property and the Site and for each piece of property identified in response to Question 41, identify:
- a) Each mortgage on the property;
  - b) All back taxes due on the property; and
  - c) All other liens or other encumbrances on the property.

**RESPONSE: Subject to and without waiving the General Objections, Respondents state as follows respecting the Site:**

- (a) Currently there is no mortgage on the Site property.**
- (b) Currently there are no back taxes due on the Site property.**
- (c) Except as shown on the title commitment and survey produced in folder Request 42 Response, Respondents are not aware of any encumbrances and/or liens currently existing on the Site property.**

43. Identify and provide copies of each appraisal performed on properties identified in response to Question 41. For each appraisal, identify the property address, appraiser, date of appraisal, and appraisal amount.

**RESPONSE: Subject to and without waiving the General Objections, Respondents incorporate by reference their response to Request No. 41.**

44. In the five years preceding the date of this Information Request, has either Respondent owned or had an ownership interest in any partnership, joint venture, trust, corporation, or association that owns real estate? If the answer to this Question is yes, list the names of such entities, identify the interest owned in each entity in each of the past five years, the date and cost of acquisition of each interest, and the real properties owned by such entity.

**RESPONSE: Subject to and without waiving or the General Objections, Respondents state that neither Respondent has owned or had an ownership interest in any partnership, joint venture, trust, corporation, or association that owns real estate in the five years immediately preceding the date of this Information Request.**

45. Describe and provide copies of all federal, state or local business licenses, permits, and/or registrations obtained or held by either Respondent since its formation, including the nature and type of license, permit or registration obtained or held; the date of issue and (if relevant) revocation of such license, permit or registration; and the identity of the issuing authority of such license, permit or registration.

**RESPONSE: Respondents object to Request 45 on the basis that a request for all "licenses, permits, and/or registrations" obtained "since [each Respondent's respective] formation" is overbroad in that it covers a period of multiple decades dating back to 1969 for X-L-Co., and 1994 for XTRA Intermodal. Subject to and without waiving this or the General**

**Objections, Respondents incorporate by reference their response to Request 4 concerning document retention policies. Further responding, Respondents state that they have undertaken a reasonable review of documents in their current possession, custody, and control, and such review has identified no licenses, permits, or registrations relating to the Site and that period of time during which Respondents operated the same (i.e., 1976 through 2004).**

46. Describe all significant transactions involving each Respondent in the five years preceding the date of this Information Request, including asset sales, asset purchases, loans, mergers, stock purchases, and stock sales. For the purposes of this request, a "significant transaction" is any transaction with a value exceeding \$10,000.

**RESPONSE: Subject to and without waiving or the General Objections, Respondents state that neither Respondent has been involved in a "significant transaction" in the five years immediately preceding the date of this Information Request.**

47. Describe all transfers of anything of value by each Respondent or on its behalf to employees, directors, officers, shareholders, Affiliate shareholders, or Affiliates of each Respondent for the five years preceding the date of this Information Request. For each such transfer please state the amount, the date, the reason for and nature of the transfer (e.g., common stock dividend, officer compensation, loan forgiveness) and the full name of the recipient. If any written agreements exist that govern any such transfer, please provide signed copies of the agreement. For the purposes of this request, a "transfer of anything of value" includes dividends, bonuses, perquisites, cancellation, forgiveness or deferral of loans, compensation of an officer, director, or employee beyond his or her standard salary or wage, and sales of property.

**RESPONSE: Respondents object to this Information Request to the extent that "anything of value" is undefined, overbroad, and ambiguous and requires Respondents to speculate as to what information is requested. Subject to and without waiving these objections or the General Objections, Respondents state that neither Respondent has made, or has had made on their behalf, any transfers of "anything of value," as that term is reasonably understood, for the five years immediately preceding the date of this Information Request to any employees, directors, officers, shareholders, Affiliate shareholders, or Affiliates of either Respondent.**

48. From Respondents' formation to the present, describe each service, product, or other benefit (e.g., management services, leases, employee time, consultants) provided by an Affiliate to Respondent. Describe each agreement, and provide a copy of each written agreement, relating to such services, products, or other benefit and, for service, product, or other benefit including a description of the terms and conditions under which the service, product, or other benefit was provided, parties involved, consideration paid, identity of representatives of the parties, and the formula or basis used to determine the price paid for each such service, product, or benefit.

**RESPONSE:** Subject to and without waiving the General Objections, the Respondents state X-L-Co., doing business as "XTRA Intermodal," leased a portion of the Site from American Zinc Company from 1976 through 1979, before purchasing the Site from American Zinc in 1979. Pursuant to intercompany operating agreements, X-L-Co. did not own the trailers that were parked at the Site. Rather, XTRA, Inc. (now known as XTRA LLC) owned and held title to the intermodal fleet, which it made available to X-L-Co. and XTRA Intermodal, Inc. through such intercompany operating agreements. In 2004, XTRA Inc. sold its intermodal equipment to a third party. XTRA LLC/ XTRA, Inc. had and has no employees at the Site, no operations at the Site, and no ownership in or at the Site at any time. XTRA LLC maintains the bank accounts that are part of the Defendants' corporate cash management system. Copies of the referenced intercompany operating agreements are provided in the folder marked Request 48 Response in the CBI production.

Further responding, X-L-Co. provided corporate management services to affiliates and subsidiaries of XTRA Corp. from approximately 1977 through 1997, including the provision of a cash management system (please see Response to Request 49). After X-L-Co. discontinued providing corporate management services in the approximate mid-1990s, XTRA Corp., the indirect parent company to the Respondents, began to provide corporate management services to XTRA Corp. subsidiaries and such subsidiaries' affiliates beginning in the late 1990s. XTRA Corp. had and has no employees at the Site, no operations at the Site, and no ownership interest in or at the Site at any time.

Further responding, Respondents state that John Mueller, Vice President of Real Estate for XTRA Corp., has been involved with respect to real estate issues at the Site on behalf of Respondents since approximately 2004 following the cessation of XTRA Intermodal's operations at the Site.

49. From Respondents' formation to the present, describe each service, product, or other benefit (e.g., management services, leases, employee time, consultants) provided by each Respondent to an Affiliate. Describe each agreement, and provide a copy of each written agreement, relating to such services, products, or other benefit and, for service, product, or other benefit including a description of the terms and conditions under which the service, product, or other benefit was provided, parties involved, consideration paid, identity of representatives of the parties, and the formula or basis used to determine the price paid for each such service, product, or benefit.

**RESPONSE:** Subject to and without waiving the General Objections, the Respondents state X-L-Co. provided corporate management services to affiliates and subsidiaries of XTRA Corp. from approximately 1977 through 1997, including the provision of a cash management system. These services were provided pursuant to intercompany agreements dated as of 1977, 1982, and 1989, copies of which are provided in the folder marked Request 48 Response in the CBI production.

50. Describe all loans or financing arrangements made by any Affiliate to each Respondent or by each Respondent to any Affiliates, provide a signed copy of each written agreement relating to such arrangements, and for each such loan or financing arrangement that was

made or arranged without a written agreement, identify the terms and conditions under which the loans or financing arrangements were made or arranged, including but not limited to the dates of the loan or financing arrangement, term of the loan or financing arrangement, the nature of the financing arrangement, identity of lender, identity of borrower, initial and current principal owed, interest rate, repayment schedule, collateral and/or other methods used to secure or guarantee the loan or financing arrangement, late payment provisions, and any other covenants or agreements relating to the loan or financing arrangement.

**RESPONSE:** Respondents object on the basis that this Request identifies no relevant time period and is overbroad. Respondents further object that “financing arrangement” is undefined, overbroad, and ambiguous and requires Respondents to speculate as to what information is requested. Subject to and without waiving these objections or the General Objections, Respondents state that to the knowledge of those involved in preparing the responses to this Information Request, there are no loans by or between any Respondent and any Affiliate. Further responding, Respondents incorporate by reference their responses to Requests 48 and 49 concerning the intercompany management services and Request 37 concerning the lack of any debt agreement.

51. For the five years preceding the date of this Information Request, describe each guarantee made by any Respondent on behalf of an Affiliate or made by an Affiliate on behalf of any Respondent. For each such guarantee, provide signed copies of each agreement in which such a guarantee is provided complete with all schedules, attachments, and addendums. If a written agreement does not exist, please describe all material terms of each type of agreement including:
- a) Nature of the agreement (e.g. loan, product, service, etc.);
  - b) Date of the agreement;
  - c) Term of the agreement;
  - d) Identity of seller/lender;
  - e) Identity of buyer/borrower; and
  - f) Circumstances under which performance of guarantee can be demanded.

**RESPONSE:** Subject to and without waiving the General Objections, Respondents state that neither Respondent made any guarantee on behalf of an Affiliate for the five years immediately preceding the date of this Information Request. Further responding, Respondents state that neither Respondent has received a guarantee from any Affiliate on behalf of any Respondent for the five years immediately preceding the date of this Information Request.

52. Identify all ownership interests or management rights that each Respondent acquired or held in other entities in the five years preceding the date of this information request, and explain the business operations of each such entity, the amount paid or consideration received for each interest acquired or held, and the business reasons and strategy behind each such acquisition or holding.

**RESPONSE:** Subject to and without waiving the General Objections, Respondents state that neither Respondent has acquired or held any ownership interest or management right in any other entities in the five years immediately preceding the date of this Information Request.


53. For the five years preceding the date of this information request, provide copies of all of Respondents' Board of Director meeting minutes, resolutions, approvals, actions, materials presented and/or discussed at Board of Director meetings, or any other document related to the Board of Directors. For any committee of the Board of Directors, provide copies of all minutes, resolutions, approvals, actions, presentations, materials presented and/or discussed at committee meetings, or any other documents related to all of the committees of the Respondents' Board of Directors.

**RESPONSE:** Subject to and without waiving the General Objections, Respondents have provided copies of the Board of Director annual consents for each of the Respondents for the five years immediately preceding the date of this Information Request in the folder marked Request 53 Response in the CBI production.

**DECLARATION**

I declare under penalty of perjury that I am authorized to respond on behalf of the Respondents and that the foregoing is complete, true, and correct.

Executed on October 12, 2018

  
Signature

Michael J. Dreher  
Type or Print Name

VP, CFO  
Title